

MCCARTHY, LEBIT, CRYSTAL & LIFFMAN CO., L.P.A.
Attorneys and Counselors at Law

1800 MIDLAND BUILDING
101 WEST PROSPECT AVENUE
CLEVELAND, OHIO 44115
TELEPHONE 216.696.1422
FACSIMILE 216.696.1210
WWW.MCCARTHYLEBIT.COM

David A. Schaefer
Writer's Ext. 205
das@mccarthylebit.com

November 10, 2005

Clerk, United States Bankruptcy Court
Southern District of New York
One Bowling Green
New York, NY 10004-1408

RE: In Re: Delphi Corporation, et al., Debtors
Case No. 05-44481

Dear Sir/Madam:

Enclosed is an Affidavit of Legal Ordinary Course Professional to be filed in the captioned matter, together with an extra copy to be returned to me in the enclosed, self-addressed stamped envelope.

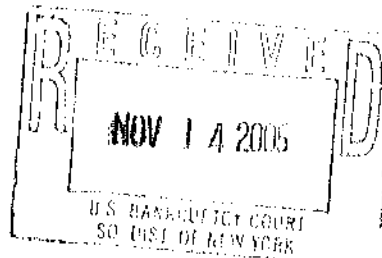
Your cooperation is appreciated, and if you have any questions, please call me.

Sincerely,

A handwritten signature in dark ink, appearing to read 'DAS', written over a light background.

David A. Schaefer

DAS/lms
Enclosures



UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----	x	
	:	
In re	:	Chapter 11
	:	
DELPHI CORPORATION, <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
-----	x	

AFFIDAVIT OF LEGAL ORDINARY COURSE PROFESSIONAL

STATE OF OHIO)
) SS:
CUYAHOGA COUNTY)

I, DAVID A. SCHAEFFER, being first duly sworn, depose and say that:

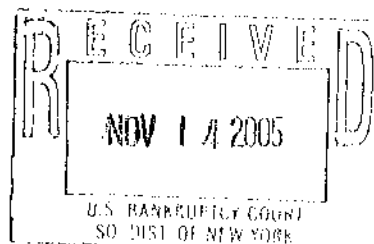
1. I am a principal of the law firm of McCarthy, Lebit, Crystal & Liffinan Co., L.P.A. ("McCarthy Lebit"), which firm maintains an office at 1800 Midland Building, 101 W. Prospect Avenue, Cleveland, Ohio 44115.

2. Neither I, nor any partner, auditor or other member thereof, insofar as I have been able to ascertain, has any connection with the above captioned debtors and debtors-in-possession (the "Debtors"), their creditors, or any other party-in-interest, or their attorneys, except as set forth in this Affidavit.

3. McCarthy Lebit has represented and advised the Debtors in various litigation disputes with respect to a broad range of aspects of the Debtors' businesses.

4. The Debtors have requested, and McCarthy Lebit has agreed, to continue to represent and advise the Debtors, pursuant to Section 327(c) of Title 11 of the United States Code, 11 U.S.C. §§101-1330, as amended (the "Bankruptcy Code"), with respect to such matters. Additionally, the Debtors have requested, and McCarthy Lebit proposes, to render the following services to the Debtors: litigation and other legal services when requested.

5. McCarthy Lebit's current fees arrangement is hourly rates ranging from \$130-\$270.



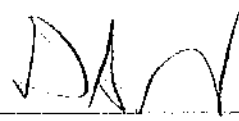
6. Except as set forth herein, no promises have been received by McCarthy Lebit or any partner, auditor or other member thereof as to compensation in connection with these Chapter 11 cases other than in accordance with the provisions of the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, the Local Rules, orders of this Court, and the Fee Guidelines promulgated by the Executive Office of the United States Trustee.

7. McCarthy Lebit has no agreement with any entity to share with such entity any compensation received by McCarthy Lebit.

8. McCarthy Lebit and its partners, auditors, and other members may have in the past, represented, currently represent, and may in the future represent, entities that are claimants of the Debtors in matters totally unrelated to these pending Chapter 11 cases. McCarthy Lebit does not, and will not, represent any such entity in connection with these pending Chapter 11 cases and does not have any relationship with any such entity, attorneys, or accountants that would be adverse to the Debtors or their estates.

9. Neither I, McCarthy Lebit, nor any partner, auditor or other member thereof, insofar as I have been able to ascertain, holds or represents any interest adverse to the Debtors, or their estates in the matters upon which McCarthy Lebit is to be engaged.

10. The foregoing constitutes the statement of McCarthy Lebit, pursuant to §§329 and 504 of the Bankruptcy Code and Bankruptcy Rules 2014 and 2016(b).



DAVID A. SCHAEFER

SWORN to before me and subscribed in my presence this 10th day of November, 2005.


NOTARY PUBLIC

LYNN M. SINDELAR, Notary Public
State of Ohio
My commission expires July 31, 2008